

Exhibit 1

**UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION**

In Re: AUTOMOTIVE PARTS	:	
ANTITRUST LITIGATION	:	Master File No. 12-md-02311
	:	Honorable Marianne O. Battani
In Re: Wire Harness Cases	:	Honorable Mona Majzoub
	:	
THIS DOCUMENT RELATES TO	:	Case: W:12-cv-10000-MON-MKB
	:	
ALL CASES	:	ORAL ARGUMENT REQUESTED
	:	

**AFFIDAVIT OF WARREN T. BURNS IN SUPPORT OF OPPOSITION TO
DEFENDANT S-Y SYSTEMS TECHNOLOGIES EUROPE GMBH'S MOTION TO
DISMISS THE CONSOLIDATED AMENDED CLASS ACTION COMPLAINTS FOR
LACK OF PERSONAL JURISDICTION**

1. I, Warren T. Burns, being duly sworn, depose and State
2. I am over the age of twenty-one (21) years, am competent to testify to the matters stated herein, have personal knowledge of the facts and statements in this affidavit, and each of the facts and statements is true and correct.
3. According to a press release issued by Siemens VDO Automotive AG and Yazaki Corporation, the two companies launched a joint venture "for the global sale, program management and development of integrated vehicle electronic/electrical systems for the combined Siemens and Yazaki business at Ford, BMW, and Renault." As a result of the joint venture two systems companies were created: S-Y Systems Technologies, America, LLC and the movant on the motion to dismiss for lack of personal jurisdiction, S-Y Systems Technologies, Europe, GmbH. "The Dearborn-based company [S-Y Systems Technologies, America, LLC] is responsible for the strategic lead regarding the Ford programs worldwide while the European company [S-Y Systems Technologies, Europe, GmbH], which is based in Regensburg, Germany,

is responsible for the strategic lead with respect to BMY and Renault global programs. The JVs will work closely together in supporting one another on their respective customer programs as required.” A third company, S-Y Wiring Technologies, GmbH manufactures the vehicle wiring harnesses and sells them to the JVs. The press release can be found online at:

<http://www.prnewswire.com/news-releases/siemens-yazaki-launch-joint-ventures-dedicated-to-integrated-electronicelectrical-systems-development-73645737.html>. A true and correct copy of the press release as of August 15, 2012 is also attached as **Exhibit A** to the affidavit.

4. According to BMW's website, BMW only has one manufacturing plant in the United States, located in Spartanburg, South Carolina. “Today, it manufactures the BMW X3 and X5 Sports Activity Vehicle and the X6 Sports Activity Coupe and their variants.” A copy of the webpage can be found at:

http://www.bmwgroup.com/bmwgroup_prod/e/nav/index.html?http://www.bmwgroup.com/bmwgroup_prod/e/0_0_www_bmwgroup_com/produktion/produktionsnetzwerk/produktionsstandorte/produktionsstandorte.shtml, under the hyperlink Spartanburg Plant. A true and correct copy of the webpage as of August 15, 2012 is also attached as **Exhibit B** to the affidavit.

5. According to BMW's Manufacturing History Webpage, BMW's Spartanburg Plant also manufactured the BMI 318i, the M roadster, the M coupe, the Z3 and the Z4. A copy of the webpage can be found at: <http://www.bmwusfactory.com/manufacturing/plant-history/bmw-history/>. True and correct copies of screen captures of the flash presentation on the webpage as of August 15, 2012 are also attached as **Exhibit C** to the affidavit.

6. Below is a chart made from the BMW Group website detailing where each of the BMW models is manufactured:

Manufacturer	Product
Dingolfing Plant	BMW 5 Series Sedan, BMW 5 Series Touring,

(Germany)	BMW 5 Series Gran Turismo, BMW Active Hybrid 5, BMW 6 Series Coupe, BMW 6 Series Grand Coupe, BMW 6 Series Convertible, BMW 7 Series Sedan, BMW Active Hybrid 7, BMW M5 Sedan, BMW M6 Coupe, BMW M6 Convertible
Leipzig Plant (Germany)	BMW 1 Series 5-Door, BMW 1 Series Coupe, BMW 1 Series Convertible, BMW 1 Series M Coupe, BMW Active, BMW X1
Munich Plant (Germany)	BMW 3 Series Sedan, BMW 3 Series Touring, BMW Active Hybrid 3,
Regensburg Plant (Germany)	BMW 1 Series 3-Door, BMW 1 Series 5-Door, BMW 3 Series Sedan, BMW 3 Series Convertible, BMW Z4, BMW M3 Sedan, BMW M3 Coupe, BMW M3 Convertible
Roslyn Plant (South Africa)	BMW 3 Series Sedan
Shenyang Plant (China)	BMW 3 Series Sedan
Spartanburg Plant (USA)	BMW X3, BMW X5, BMW X6, BMW X5 M, BMW X6 M

The chart was made from the information available at BMW's website:

http://bmwgroup.com/e/nav/index.html?..0_0_www_bmwgroup_com/home/home.html&source=overview, under the hyperlink path: Production>Production Worldwide> Where We Build Our Vehicles.

7. According to a January 5, 2012 Bloomberg article, BMW was the top selling luxury brand vehicle in the United States for 2011. Attached as **Exhibit D** is a true and correct copy of Tim Higgins, *BMW Beats Mercedes to Take Lexus's U.S. Top-Selling Luxury Title*, Bloomberg.com (Jan. 5, 2012) (available at: <http://www.bloomberg.com/news/2012-01-05/bmw-projected-to-beat-mercedes-in-u-s-2011-luxury-vehicle-sales.html>) (last visited Aug. 15, 2012).

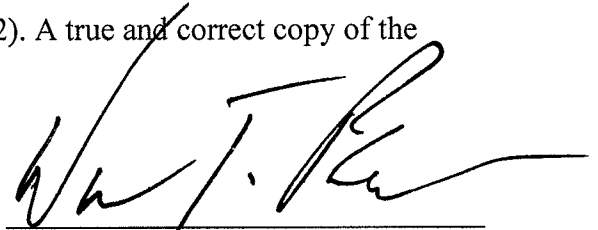
8. Below is a table compiling the total number of vehicles the BMW Group sold in the United States between 2000 and 2011. The press releases used to compile the table are attached as **Exhibit E**.

<u>Year</u>	<u>Number of Vehicles Sold In The United States</u>	<u>Source</u>
2000	189,423	Press Release, BMW Sales Jump 12.5 Percent in Record-Setting 2001; Strong December Marks First Time BMW's Sales Cross 200,000-Unit Threshold (Jan. 3, 2002) (available at: http://www.thefreelibrary.com/BMW+Sales+Jump+12.5+Percent+in+Record-Setting+2001%3B+Strong+December...-a081246995) (last visited Aug. 15, 2012).
2001	213,127	Press Release, BMW Group Ends Best Year Ever With Record Month; December Sales Up 43 Percent; Year-to-date Sales Up 20 Percent. (Jan. 3, 2003) (available at: http://www.thefreelibrary.com/BMW+Group+Ends+Best+Year+Ever+With+Record+Month%3B+December+Sales+Up+43...-a096074416) (last visited Aug. 15, 2012).
2002	232,032	Press Release, BMW Group Ends Best Year Ever With Record Month; December Sales Up 43 Percent; Year-to-date Sales Up 20 Percent. (Jan. 3, 2003) (available at: http://www.thefreelibrary.com/BMW+Group+Ends+Best+Year+Ever+With+Record+Month%3B+December+Sales+Up+43...-a096074416) (last visited Aug. 15, 2012).
2003	276,869	Press Release, BMW Group Shatters All Past Annual Sales Records in 2004 (available at: http://www.theautochannel.com/news/2005/01/04/313805.html) (last visited Aug. 15, 2012).
2004	296,111	Press Release, BMW Group Sets All-Time Annual Sales Record, Highest Sales Month Ever in 2005 (Jan. 4, 2006) (available at: http://www.theautochannel.com/news/2006/01/04/204975.html) (last visited Aug. 15, 2012).
2005	307,020	Press Release, BMW Group Sets All-Time Annual Sales Record, Highest Sales Month Ever in 2005 (Jan. 4, 2006) (available at: http://www.theautochannel.com/news/2006/01/04/204975.html) (last visited Aug. 15, 2012).
2006	313,603	Press Release, BMW Group: 2007 sales revenue rises to record level (Jan. 30, 2008) (available at: http://www.bmwgroup.com/e/nav/index.html?http://www.bmwgroup.com/e/0_0_www_bmwgroup_com/investor_relations/corporate_news/news/2008/Umsatzmeldung_2007.html) (last visited Aug. 15, 2012).
2007	335,840	Press Release, BMW Group U.S. Division Reports December Sales (May, 1, 2009) (available at:

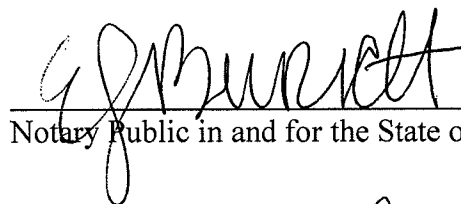
		https://www.press.bmwgroup.com/pressclub/p/us/pressDetail.html?title=bmw-group-u-s-division-reports-december-sales&outputChannelId=9&id=T0021792EN_US&left_menu_item=node_5308 (last visited Aug. 15, 2012).
2008	303,190	Press Release, BMW Group U.S. Division Reports December Sales (May, 1, 2009) (available at: https://www.press.bmwgroup.com/pressclub/p/us/pressDetail.html?title=bmw-group-u-s-division-reports-december-sales&outputChannelId=9&id=T0021792EN_US&left_menu_item=node_5308) (last visited Aug. 15, 2012).
2009	241,727	Press Release, BMW Group U.S. Reports December 2010 Sales, (available at: http://www.prnewswire.com/news-releases/bmw-group-us-reports-december-2010-sales-112885809.html) (Jan. 4, 2011) (last visited Aug. 15, 2012).
2010	265,757	Press Release, BMW Group U.S. Reports December 2010 Sales, (available at: http://www.prnewswire.com/news-releases/bmw-group-us-reports-december-2010-sales-112885809.html) (Jan. 4, 2011) (last visited Aug. 15, 2012).
2011	305,418	Press Release, BMW Group Achieves Second Best Sales Year Ever in the U.S. (Jan. 5, 2012) (available at: http://www.bmwusanews.com/newsrelease.do;jsessionid=D65C0416B5827F6D5E2C528C99751057?&id=945&mid) (last visited Aug. 15, 2012).
2000-2011	3,280,117	

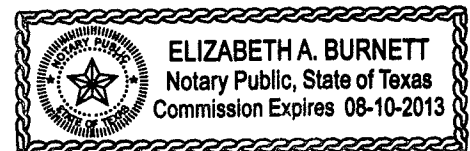
9. In Continental AG's 2011 Annual Report it acknowledged the existence of anticompetitive behavior within S-Y Systems Technologies Europe GmbH. Continental AG, Annual Report, at 153 (available at: http://www.conti-online.com/generator/www/com/en/continental/portal/themes/ir/financial_reports/01_reports/download/annual_report_2011_en.pdf). A true and correct copy of page 153 of Continental AG's Annual Report is attached as **Exhibit F**.

10. S-Y Systems Technologies, Europe, GmbH's website touts: "We nurture long-term working relationships with our customers, and can proudly look back on decades of collaboration with BMW, Ford and Renault." The webpage can be found at: <http://www.systech-eu.com/en/company/history.html> (last visited Aug. 15, 2012). A true and correct copy of the webpage is attached as **Exhibit G**.


Warren T. Burns

SUBSCRIBED AND SWORN TO BEFORE ME on this 11th day of September, 2012, to certify which witness my hand and seal of office.


Notary Public in and for the State of Texas



My Commission Expires: 8-10-13